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PUBLIC SERVICE
COMMISSION

April 25, 2013

Mr. Jeff Derouen
Executive Director
Public Service Commission
Commonwealth of Kentucky
211 Sower Blvd
Frankfort, KY 40602

**RE: Recently Executed Water Purchase Agreement between
Louisville Water Company and Hardin County Water District No. 2**

Dear Mr. Derouen:

Please find attached four (4) executed copies of the wholesale water purchase agreement between Louisville Water Company (LWC) and Hardin County Water District No. 2 (HCWD2). This contract is a result of the two parties working together to create a Letter of Intent that was executed April 3, 2008. The Letter of Intent describes LWC's intention to provide a supplemental water supply to HCWD2, and HCWD2's intention to purchase a supplemental supply from LWC.

Prior to selling water to HCWD2, both LWC and HCWD2 must complete system improvements. It is anticipated these improvements will be completed in sufficient time to allow LWC to make available and HCWD2 to begin purchasing water no later than January 1, 2016.

Thank you for your attention to this submittal. Please let me know if you need additional information or have any questions. My direct line is 502.569.0808.

Sincerely,

Barbara K. Dickens
Vice President, General Counsel

C: Mr. Damon Talley, Attorney, HCWD2
Mr. Michael Bell, Chairman, HCWD2
Mr. James Jeffries, General Manager, HCWD2
Mr. James Brammell, Vice President, Chief Engineer, LWC